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Counsel to the Official Committee of Tort Claimants

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA – SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION

-and-

**PACIFIC GAS AND ELECTRIC
COMPANY,
Debtors.**

- ☐ Affects PG&E Corporation
- ☐ Affects Pacific Gas and Electric Company
- ☒ Affects both Debtors

**All papers shall be filed in the Lead Case, No. 19-30088 (DM)*

Bankruptcy Case
No. 19-30088 (DM)
Chapter 11 (Lead Case)
(Jointly Administered)

**DECLARATION OF DAVID J. RICHARDSON IN
SUPPORT OF OPPOSITION OF OFFICIAL
COMMITTEE OF TORT CLAIMANTS TO
DEBTORS' MOTION PURSUANT TO 11 U.S.C. §§
363(b) AND 105(a) AND FED. R. BANKR. P. 6004
AND 9019 FOR ENTRY OF AN ORDER (I)
AUTHORIZING THE DEBTORS TO ENTER
INTO RESTRUCTURING SUPPORT
AGREEMENT WITH THE CONSENTING
SUBROGATION CLAIMHOLDERS, (II)
APPROVING THE TERMS OF SETTLEMENT
WITH SUCH CONSENTING SUBROGATION
CLAIMHOLDERS, INCLUDING THE ALLOWED
SUBROGATION CLAIM AMOUNT, AND (III)
GRANTING RELATED RELIEF [DKT NO. 3992]**

Date: October 23, 2019
Time: 10:00 a.m. (Pacific Time)
Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

DECLARATION OF DAVID J. RICHARDSON

I, David J. Richardson, pursuant to 28 U.S.C. § 1746, declare the following under penalty of perjury:

1. I am Counsel at Baker & Hostetler LLP ("Baker & Hostetler"), which has an office at 1160 Battery Street, San Francisco, California 94111 and is an independent, privately-held, legal firm. I am authorized to make this declaration (this "Declaration") on behalf of Baker & Hostetler. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein.

2. Baker & Hostetler was engaged as counsel to the Official Committee of Tort Claimants (the "TCC") effective as of February 2019. I am a member of the team of Baker & Hostetler professionals on this engagement. I submit this Declaration in support of the *Opposition of Official Committee of Tort Claimants to Debtors' Motion Pursuant to 11 U.S.C. §§ 363(b) and 105(a) and Fed. R. Bankr. P. 6004 and 9019 for Entry of an Order (i) Authorizing the Debtors to Enter into Restructuring Support Agreement with the Consenting Subrogation Claimholders, (ii) Approving the Terms of Settlement with such Consenting Subrogation Claimholders, Including the Allowed Subrogation Claim Amount, and (iii) Granting Related Relief [Dkt No. 3992]* (the "Opposition").¹

3. Except where specifically noted, all statements in this Declaration are based upon (a) my personal knowledge developed during the course of my engagement with the TCC, (b) my discussions with advisors of other parties in interest in these chapter 11 cases and other members of our team at Baker & Hostetler and (c) my review of relevant documents and/or my professional opinion based upon my experience. If called to testify, I could and would testify to each of the facts set forth herein based on such personal knowledge, discussions, review of documents and/or professional opinion.

4. Attached hereto as Exhibit A is a true and correct copy of relevant pages of the Transcript of Proceedings of Proceedings before the Hon. James Donato, Judge, United States

¹ Capitalized terms not otherwise defined herein have the meanings given to them in the Opposition.

1 District Court for the Northern District of California, held in Case No. 19-05257 JD on
2 September 10, 2019.

3 5. Attached hereto as Exhibit B is a true and correct copy of the Notice of Motion
4 and Motion by Pacific Gas and Electric Company for Order (A) Approving Settlement and
5 Support Agreement by and among Plan Proponents and Senior Debtholders, (B) Authorizing
6 Payment of Pre- and Post-Petition Interest to Holders of Undisputed Claims in Certain Classes,
7 (C) Authorizing Payment of Fees and Expenses of Indenture Trustees and Paying Agents and (D)
8 Authorizing Debtor to Enter into Similar Settlement; Supporting Memorandum of Points and
9 Authorities, filed on March 5, 2002 [Dkt. No. 5013] in Case No. 01-30923 DM, in the United
10 States Bankruptcy Court for the Northern District of California, San Francisco Division, which I
11 obtained from this Court's ECF filing system.

12 6. On October 15, 2019, I represented the TCC in the 30(b)(6) deposition of Baupost,
13 LLC, for whom Joshua Greenhill testified on as the 30(b)(6) witness on certain topics. The rough
14 transcript of the deposition of Mr. Greenhill was distributed to counsel on October 16, 2019.
15 Although the transcript was initially marked "Highly Confidential," I confirmed by email with
16 counsel for Baupost on October 16, 2019, that they do not designate pages 23-26 as protected,
17 and do not object to their filing with this Declaration. A true and correct copy of pages 23-26 of
18 the Greenhill deposition transcript are attached hereto as Exhibit C.

19 7. On October 11, 2019, I represented the TCC in the 30(b)(6) deposition of the
20 Debtors, at which Jason Wells, CFO of PG&E was presented as the witness. The relevant pages
21 of the final transcript of the Debtors' 30(b)(6) are attached hereto as Exhibit D. The entire
22 transcript for the Wells deposition was originally marked "Confidential-Professional Eyes Only"
23 while the parties addressed the proper scope of any such designation. The Debtors have provided
24 the TCC with a list of those pages that they deem to be "Confidential-Professional Eyes Only,"
25 and have undertaken to reach out to the reporter to have the designation on the transcript revised
26 to reflect those entries. In the meantime, Debtors' counsel has agreed in writing that the TCC
27 may remove this designation from the pages attached hereto, as they do not fall within the scope
28 of the designated pages.

1 I declare under penalty of perjury under the laws of the United States of America that the
2 foregoing is true and correct.

3
4 Dated: Los Angeles
October 16, 2019

/s/ David J. Richardson
David J. Richardson